

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
DELPHI CORPORATION <u>et al.</u> ,	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
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AGREED ORDER RESOLVING ARAMARK SERVICES, INC.'S  
MOTION FOR RELIEF FROM AUTOMATIC STAY TO  
TERMINATE AGREEMENTS

("ARAMARK LIFT STAY AGREED ORDER")

Upon the motion, dated January 24, 2006 (the "Motion"), of ARAMARK Services, Inc., formerly known as ARA Services, Inc. ("ARAMARK"), for an order under 11 U.S.C. § 362(d)(1) and FED. R. BANKR. P. 4001 and 9014 granting ARAMARK relief from the automatic stay to allow it to terminate that certain Catering Agreement, dated June 1, 1989, between Delphi Automotive Systems LLC (formerly known as General Motors Corporation, Delco Products Division) ("Delphi") and ARAMARK (the "Catering Agreement") and that certain License Agreement, dated June 1, 1989, between Delphi and ARAMARK (the "Licensing Agreement" and, collectively with the Catering Agreement, the "Agreements"), in accordance with the terms of each respective Agreement; and it being agreed by and between ARAMARK and Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), as signified by the signatures of counsel below, to resolve the Motion as set forth herein; and this Court having determined that the relief provided herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of

the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED subject to the provisions of this Order.
2. ARAMARK is hereby granted relief from the automatic stay provisions of 11 U.S.C. § 362 to initiate termination of the Agreements by providing Delphi with written notice of cancellation of the Catering Agreement in accordance with the terms of Paragraph "Seventeenth" thereof.
3. ARAMARK is hereby further authorized to complete termination of the Catering Agreement and the Licensing Agreement, solely in accordance with the express terms of each respective Agreement, without further order of this Court.
4. ARAMARK shall be granted relief from the automatic stay provisions of 11 U.S.C. § 362 solely for the purposes of taking the actions provided in paragraphs 2 and 3 hereof.
5. Nothing contained in this Order shall be deemed to otherwise affect in any way the rights and obligations of ARAMARK and Delphi, respectively, under the Catering Agreement, the Licensing Agreement, or any other contract between ARAMARK and Delphi, except as specifically provided by the express terms of this Order.
6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
7. This Order survives the dismissal and/or conversion of this bankruptcy case.
8. Good cause exists to have this Order become effective immediately upon entry.

9. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
February 14, 2006

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED:

By: /s/ John K. Lyons  
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